



ASSISTANT SECRETARY'S CERTIFICATE

I, Richard L. Jacobs, Assistant Secretary of California Independent System Operator Corporation (the "Corporation"), hereby certify as follows:

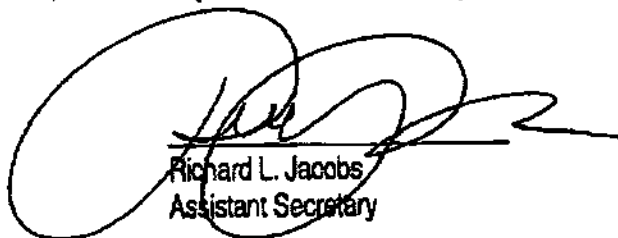
1. That the following motion amending the bylaws of the Corporation was adopted by the required vote at a duly noticed and called meeting of the Board of Governors of the Corporation held on April 12, 2001:

MOVED, that the Board of Governors hereby approves the amendments to the ISO Bylaws presented at this meeting, using Alternative 1 for Required Change No. 3, and with such additional changes as discussed at this meeting, and authorizes and directs ISO Management to file such amendments with the California Electricity Oversight Board for approval, and with the Federal Energy Regulatory Commission for acceptance.

Such motion has not been amended, modified or rescinded and remains in full force and effect as of the date hereof.

2. That attached hereto are the Bylaws of the Corporation, with amendments as approved by the Board of Governors on April 12, 2001, marked to show changes from the currently effective Bylaws of the Corporation.

IN WITNESS WHEREOF, I have set my hand as of this 16th day of October, 2001.


Richard L. Jacobs
Assistant Secretary

